

EXHIBIT 9

NOTICE OF PROPOSED TRANSACTION

TO ALL SHAREHOLDERS OF PREMIER HOLDING CORP.:

In order to partially satisfy a Final Judgment entered against Premier Holding Corp. (“Premier”), *Securities and Exchange Commission (“SEC”) v. Premier, et al., 18-cv-00813 (CD CA) (“SEC v. Premier”)*, Premier’s former chief executive officer, Randall Letcavage, will, pursuant to a Court Order, turn over a share certificate (the “Share Certificate”) for 19,250,000 shares of Common Stock of Power 1 Energy Corp., formerly known as AOTS 42, Inc., (“P1EC”) to P1EC. In exchange, P1EC will, through a liquidation agent appointed by the Court, pay the SEC \$1 million dollars. The terms of the transaction are available on the docket in the above referenced case.

Any objection to this proposed transaction must be made by [DATE] by filing a notice of objection with the Court in *SEC v. Premier* so that it may be considered by the Court.